

ACUITY BRANDS INC  
Form 4  
February 02, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NAGEL VERNON J

2. Issuer Name and Ticker or Trading Symbol  
ACUITY BRANDS INC [AYI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ACUITY BRANDS, INC., 1170 PEACHTREE STREET, NESUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

(Street)  
ATLANTA, GA 30309

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount or Price (A) or (D)					
Common Stock <sup>(1)</sup>	01/31/2012		M		600	A	\$ 21.17	263,343	D	
Common Stock <sup>(1)</sup>	01/31/2012		S		600	D	\$ 59.52 <sup>(2)</sup>	262,743	D	
Common Stock <sup>(1)</sup>	02/01/2012		M		37,909	A	\$ 21.17	300,652	D	
Common Stock <sup>(1)</sup>	02/01/2012		S		37,909	D	\$ 50.65 <sup>(3)</sup>	262,743	D	

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Common Stock <u>(1)</u>	02/02/2012		M	11,756	A	\$ 21.17	274,499	D
Common Stock <u>(1)</u>	02/02/2012		S	11,756	D	\$ <u>(4)</u>	262,743	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option <u>(1)</u>	\$ 21.17	01/31/2012		M	600	<u>(5)</u> 01/19/2014	Common Stock 600
Employee Stock Option <u>(1)</u>	\$ 21.17	02/01/2012		M	37,909	<u>(5)</u> 01/19/2014	Common Stock 37,909
Employee Stock Option <u>(1)</u>	\$ 21.17	02/02/2012		M	11,756	<u>(5)</u> 01/19/2014	Common Stock 11,756

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAGEL VERNON J C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NESUITE 2400 ATLANTA, GA 30309	X		Chairman, President and CEO	

## Signatures

Vernon J. Nagel

02/02/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transactions reported herein were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person. The total direct shares owned includes 106,450 time-vesting restricted shares.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.50 to \$59.53, inclusive. The Reporting Person undertakes to provide to Acuity Brands, Inc., any security holder of Acuity Brands, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.50 to \$59.92, inclusive. The Reporting Person undertakes to provide to Acuity Brands, Inc., any security holder of Acuity Brands, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.50 to \$59.93, inclusive. The Reporting Person undertakes to provide to Acuity Brands, Inc., any security holder of Acuity Brands, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (4) This option vested in equal annual installments over a three-year period and was fully vested on January 20, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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